

MARRIOTT INTERNATIONAL INC /MD/
 Form 5
 January 04, 2008

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
MARRIOTT JOHN W III

2. Issuer Name and Ticker or Trading Symbol
MARRIOTT INTERNATIONAL INC /MD/ [MAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/29/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 13D Group Owning more than 10%

10400 FERNWOOD ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

BETHESDA, MD 20817

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount (A) or Price (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/17/2007	Â	G	7,920 D	\$ 0 759,997	D	Â	
Class A Common Stock	12/19/2007	Â	G	5,150 D	\$ 0 754,847	D	Â	
Class A Common Stock	12/17/2007	Â	G	660 A	\$ 0 56,823	I	Trustee 1 ⁽¹⁾	

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Class A Common Stock	12/17/2007	Â	G	660	A	\$ 0	57,483	I	Trustee 1 <u>(1)</u>
Class A Common Stock	12/17/2007	Â	G	660	A	\$ 0	58,143	I	Trustee 1 <u>(1)</u>
Class A Common Stock	12/17/2007	Â	G	660	A	\$ 0	58,803	I	Trustee 1 <u>(1)</u>
Class A Common Stock	12/17/2007	Â	G	660	A	\$ 0	47,359	I	Trustee 2 <u>(1)</u>
Class A Common Stock	12/17/2007	Â	G	660	A	\$ 0	48,019	I	Trustee 2 <u>(1)</u>
Class A Common Stock	12/17/2007	Â	G	660	A	\$ 0	48,679	I	Trustee 2 <u>(1)</u>
Class A Common Stock	12/17/2007	Â	G	660	A	\$ 0	49,339	I	Trustee 2 <u>(1)</u>
Class A Common Stock	12/17/2007	Â	G	660	A	\$ 0	35,183	I	Trustee 3 <u>(1)</u>
Class A Common Stock	12/17/2007	Â	G	660	A	\$ 0	35,843	I	Trustee 3 <u>(1)</u>
Class A Common Stock	12/17/2007	Â	G	660	A	\$ 0	36,503	I	Trustee 3 <u>(1)</u>
Class A Common Stock	12/17/2007	Â	G	660	A	\$ 0	37,163	I	Trustee 3 <u>(1)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	508,720	I <u>(1)</u>	Beneficiary 1
Class A Common Stock	Â	Â	Â	Â	Â	Â	770,960	I <u>(1)</u>	Beneficiary 2
Class A Common Stock	Â	Â	Â	Â	Â	Â	10,827,960	I <u>(1)</u>	By Corporation
Class A Common	Â	Â	Â	Â	Â	Â	13,200,000	I	By Ltd Partnership -

Stock									TPV
Class A Common Stock	Â	Â	Â	Â	Â	Â	320,000	I ⁽¹⁾	LP Partnership
Class A Common Stock	Â	Â	Â	Â	Â	Â	19,468	I ⁽¹⁾	Sp Trustee 1
Class A Common Stock	Â	Â	Â	Â	Â	Â	19,468	I ⁽¹⁾	Sp Trustee 2
Class A Common Stock	Â	Â	Â	Â	Â	Â	10,108	I ⁽¹⁾	Sp Trustee 3
Class A Common Stock	Â	Â	Â	Â	Â	Â	31,210	I ⁽¹⁾	Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I S F I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT JOHN W III 10400 FERNWOOD ROAD BETHESDA,Â MDÂ 20817	Â X	Â	Â	13D Group Owning more than 10%

Signatures

By: Bancroft S. Gordon,
Attorney-In-Fact

01/04/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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